



# Inventions and Related Property Rights

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## POLICY STATEMENT

Cornell University requires individuals, as conditions of their university appointments or their use of university resources, to assign to the university all right, title, and interest in their inventions and related property rights that result from activity conducted in the course of their university appointments and/or their use of university resources.

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## REASON FOR POLICY

A principal mission of Cornell University is the pursuit of knowledge for the benefit and use of society. The university recognizes that inventions and discoveries of commercial importance are a natural outgrowth of the pursuit of this mission and that the proper management of these inventions and related property rights often results in public usefulness of new ideas and discoveries. In support of these goals, Cornell asserts ownership of inventions and related property rights arising from the activities of its faculty, staff, students, and others who use university resources, including those provided through an externally funded grant, contract, or other type of award or gift to the university.

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## ENTITIES AFFECTED BY THIS POLICY

- Ithaca-based locations
- Cornell Tech campus
- Weill Cornell Medicine campuses

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## WHO SHOULD READ THIS POLICY

- Faculty, academic and nonacademic staff, students
- Deans, unit heads, and directors
- Administrative managers

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## WEB ADDRESS FOR THIS POLICY

- This policy: [www.dfa.cornell.edu/treasurer/policyoffice/policies/volumes/academic/inventions.cfm](http://www.dfa.cornell.edu/treasurer/policyoffice/policies/volumes/academic/inventions.cfm)
- University Policy Office: [www.policy.cornell.edu](http://www.policy.cornell.edu)

## POLICY 1.5

# Inventions and Related Property Rights

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## CONTENTS

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<b>Policy Statement</b>	<b>1</b>
<b>Reason for Policy</b>	<b>1</b>
<b>Entities Affected by this Policy</b>	<b>1</b>
<b>Who Should Read this Policy</b>	<b>1</b>
<b>Web Address for this Policy</b>	<b>1</b>
<b>Contents</b>	<b>2</b>
<b>Related Resources</b>	<b>3</b>
<b>Contacts</b>	<b>4</b>
<b>Definitions</b>	<b>5</b>
<b>Responsibilities</b>	<b>7</b>
<b>Principles</b>	<b>8</b>
Overview	8
Ownership of Inventions	8
Licensing Cornell Inventions	9
Waivers	9
<b>Procedures</b>	<b>10</b>
Signing the Inventions and Related Property Rights Assignment Form	10
Disclosing Inventions	10
Evaluating and Protecting Inventions	10
Distributing License Revenue	11
Distributing Equity Revenue	11
Requesting Waiver of Provisions	11
Sanctions	12
<b>Appendix: Disclosing, Protecting, and Managing a Cornell Invention</b>	<b>13</b>

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## POLICY 1.5

# Inventions and Related Property Rights

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## RELATED RESOURCES

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### University Policies and Documents

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[University Policy 1.7, Financial Conflict of Interest Related to Research](#)  
[University Policy 3.9, Capital Assets](#)  
[University Policy 3.25, Procurement of Goods and Services](#)  
[University Policy 4.14, Conflicts of Interest and Commitment \(Excluding Financial Conflict of Interest Related to Research\)](#)  
[University Policy 4.15, Copyright](#)  
[Academic Freedom and Responsibility](#)  
[Facilities Use in Research](#)  
[Faculty Handbook](#)

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### External Documentation

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[Bayh-Dole Act, Presidential Memorandum and Statement of Government Patent Policy](#)  
[National Institutes of Health, Office of Extramural Research Intellectual Property Policy](#)  
[National Science Foundation Grants Proposal Guide](#)  
[Plant Variety Protection Act](#)  
[U.S. Code Title 35 – Patents; CFR 15](#)  
[U.S. Copyright Office Documents](#)  
[U.S. Patent Office Documents](#)

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### University Systems and Forms

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<b>Form</b>	<b>Description</b>
<a href="#">Enabling Invention Disclosure Forms</a>	To be completed by a person with a university appointment to report a novel discovery (invention). Ithaca appointees submit this form to the Center for Technology Licensing (CTL) in Ithaca. Weill appointees submit this form to CTL at WCMC.
<a href="#">Invention and Related Property Rights Assignment Form (PDF)</a>	To be signed at the time of appointment, serving to document that the person assigns inventions to Cornell.

## POLICY 1.5 Inventions and Related Property Rights

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### CONTACTS

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Direct any general questions about this policy to your college or unit's administrative office. Direct questions about specific issues to the following offices.

Subject	Contact	Telephone	E-mail/Web Address
<b>Policy Clarification and Interpretation</b>	Center for Technology Licensing (CTL)	(607) 254-4698	<a href="mailto:ctl-connect@cornell.edu">ctl-connect@cornell.edu</a> <a href="http://www.ctl.cornell.edu">www.ctl.cornell.edu</a>
<b>Disclosure of Inventions</b>	Center for Technology Licensing (CTL)	(607) 254-4698	<a href="mailto:ctl-connect@cornell.edu">ctl-connect@cornell.edu</a> <a href="http://www.ctl.cornell.edu">www.ctl.cornell.edu</a>
<b>Dispute Resolution</b>	Vice President for Technology Transfer, Intellectual Property and Research Policy	(607) 255-7200	<a href="mailto:vp_research@cornell.edu">vp_research@cornell.edu</a> <a href="http://www.research.cornell.edu/research-division">www.research.cornell.edu/research-division</a>
<b>Intellectual Property, Licensing, and License Revenue Management</b>	Center for Technology Licensing (CTL)	(607) 254-4698	<a href="mailto:ctl-connect@cornell.edu">ctl-connect@cornell.edu</a> <a href="http://www.ctl.cornell.edu">www.ctl.cornell.edu</a>
<b>Inventions and Related Property Rights Assignment</b>	Unit administrator		
	Vice President for Technology Transfer, Intellectual Property and Research Policy	(607) 255-7200	<a href="mailto:vp_research@cornell.edu">vp_research@cornell.edu</a> <a href="http://www.research.cornell.edu/research-division">www.research.cornell.edu/research-division</a>
<b>Material Transfer Agreements for Materials Into the University</b>	Office of Sponsored Programs	(607) 255-5014	<a href="mailto:osp-help@cornell.edu">osp-help@cornell.edu</a> <a href="http://www.osp.cornell.edu">www.osp.cornell.edu</a>
<b>Material Transfer Agreements for Materials Out of the University</b>	Center for Technology Licensing	(607) 254-4698	<a href="mailto:ctl-connect@cornell.edu">ctl-connect@cornell.edu</a> <a href="http://www.ctl.cornell.edu">www.ctl.cornell.edu</a>
<b>Requests for Waiver of the Provisions of this Policy</b>	Vice President for Technology Transfer, Intellectual Property and Research Policy	(607) 255-7200	<a href="mailto:vp_research@cornell.edu">vp_research@cornell.edu</a> <a href="http://www.research.cornell.edu/research-division">www.research.cornell.edu/research-division</a>

## POLICY 1.5

# Inventions and Related Property Rights

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## DEFINITIONS

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These definitions apply to terms as they are used in this policy.

<b>Center for Technology Licensing (CTL)</b>	Office responsible for all facets of technology transfer across Cornell's academic divisions, centers, and institutes. The Center for Technology Licensing (CTL) has offices in Ithaca and New York City. It manages invention disclosures and related property rights, including but not limited to patents, trademarks, copyrights, rights to plant varieties, materials, technical designs, and know-hows. CTL administers the technology transfer process that includes responsibility for non-disclosure agreements, outgoing material transfer agreements, and option and license agreements. CTL facilitates and promotes technology-based entrepreneurship and regional economic development.
<b>Cornell Invention</b>	Inventions made by anyone (i) with a university appointment and resulting from activities carried out in furtherance of his or her university responsibilities, and/or (ii) with the use of university resources, including those provided through an externally funded grant, contract, or other type of award or gift to the university. See also, <i>Invention</i> , <i>University Appointment</i> , and <i>University Resources</i> below.
<b>Cornell University Technology Transfer Advisory Committee</b>	A committee established and appointed by the Vice President for Technology Transfer, Intellectual Property and Research Policy to provide advice and counsel on all matters related to the technology management and transfer activities of the university.
<b>Direct Expenses</b>	Expenses assignable to the management of a specific Cornell invention docket, including costs for perfecting and maintaining patent or other intellectual property protection, marketing, licensing, and other legal actions related to the enforcement of intellectual property and contract rights. Does not include CTL staff time or general administrative expenses.
<b>Enabling Invention Disclosure</b>	A written description of an invention that enables non-inventors to understand and practice the invention, accompanied by an invention disclosure form, signed by the inventor(s), all of which is submitted to CTL. (See Related Resources.)
<b>Institutional Work</b>	Technology, such as software, biological materials, or technical designs and know-how developed by a number of individuals over a long period of time such that the contributions of individual inventors cannot be identified or apportioned.
<b>Invention</b>	A novel creation, discovery, and/or idea that may be protected by patent, plant variety protection certificate, plant breeder's right, international treaties, or similar U.S. or international, intellectual property right. In those instances where a Cornell invention may be protected both by copyright and patent rights, this policy shall take precedence. See also, <i>Cornell Invention</i> above.
<b>Inventions and Related Property Rights Assignment</b>	A form to be signed by anyone receiving a university appointment to an academic position, including those with modified titles (visiting, courtesy, adjunct, etc.), clinical and affiliation appointments, and assistantship and fellowship appointments (e.g., research and teaching assistant, graduate research assistant, fellowship recipient, and training grant recipient), or to such nonacademic positions as may be designated by the Vice President for Technology Transfer, Intellectual Property and Research Policy.
<b>Inventor</b>	Anyone who has made significant intellectual contribution to the conception and/or reduction to practice of an invention, and who

## POLICY 1.5

### Inventions and Related Property Rights

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#### DEFINITIONS, CONTINUED

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	satisfies the applicable statutory requirements of inventorship.
<b>Net License Revenue</b>	Gross revenue received by the university in consideration for a transfer or grant of property rights under a license, less direct expenses and, when applicable, revenue-sharing obligations to sponsors and joint owners of the licensed property rights. See also "Direct Expenses," above.
<b>Patentable Inventions</b>	Inventions that appear to satisfy the statutory requirements for the issuance of a patent by the patent authority of a country.
<b>Related Property Rights</b>	Trademarks, copyrights, and other tangible or intangible property of value that are directly related to an invention. Examples include logos or trade names associated with licensed products, documentation accompanying patentable software, and biological material licensed for invention-related purposes.
<b>Sponsored Project</b>	Research, extension, or instruction activity having a defined scope of work and budget, funded in whole or in part with support provided by an external organization (sponsor), and carried out according to terms and conditions of a signed award agreement, typically a grant, contract, or cooperative agreement.
<b>Unit/Sub-Unit</b>	Inventor's unit, typically the college or school in which an inventor holds a university appointment. In the case of inventors in a research center in the Research Division, the Office of the Vice President for Technology Transfer, Intellectual Property and Research Policy. An inventor's sub-unit typically refers to the academic department within the college, school, or research center of the inventor's university appointment.
<b>University Appointment</b>	A position with the university, whether academic or nonacademic, full- or part-time, paid or unpaid, continuing- or limited-term, including, but not limited to, academic appointments with modified titles (visiting, courtesy, adjunct, etc.), clinical and affiliation appointments, and assistantship and fellowship appointments (e.g., research and teaching assistants, graduate research assistants, fellowship recipients, and training grant recipients).
<b>University Co-Inventors</b>	All inventors of an invention who have university appointments.
<b>University Resources</b>	University facilities, equipment, personnel, tangible research materials, information that is not freely available to the public, or funds, including those provided through an externally funded grant, contract, or other type of award or gift to the university. Does not include routine use of university office space, library facilities, or university-approved incubator space (i.e., The McGovern Center, Praxis).
<b>University Responsibilities</b>	Activities conducted in the course of a university appointment, including those carried out under an externally funded grant, contract, or other type of award or gift to the university.

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## POLICY 1.5

### Inventions and Related Property Rights

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## RESPONSIBILITIES

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The major responsibilities each party has in connection with this policy are as follows:

<b>Center for Technology Licensing (CTL)</b>	Receive and review completed Enabling Invention Disclosure forms. (See Related Resources.) Conduct all operations necessary to manage process, protect, license, and report Cornell inventions. Negotiate licenses to Cornell inventions and related property rights. Administer the distribution of net license revenue. Facilitate and promote technology-based entrepreneurship and regional economic development.
<b>Cornell University Technology Transfer Advisory Committee</b>	Advise the Vice President for Technology Transfer, Intellectual Property and Research Policy and the Center for Technology Licensing (CTL) on the following: <ul style="list-style-type: none"><li>• Matters relating to the management of Cornell inventions</li><li>• Exceptions to this policy</li><li>• Guidelines, procedures, and amendments to this policy</li><li>• Such other matters as the university leadership may deem appropriate</li></ul>
<b>Dean or Unit Administrator</b>	Administer the distribution of the inventor's unit/sub-unit's share of license revenue. In the case of research centers in the Research Division, this is the Vice President for Technology Transfer, Intellectual Property and Research Policy.
<b>Faculty, Staff, and Students</b>	Sign the "Invention and Related Property Rights Assignment" form. (See Related Resources.) Report all Cornell inventions in writing to CTL in a timely manner. Assist CTL in the determination of the ownership of the inventions. Assign all Cornell inventions to the university or its designee. Provide reasonable assistance in the patent and licensing processes, as requested. Do not enter into contracts with third parties that would be inconsistent with the obligations described in this policy.
<b>Inventors/Joint Inventors</b>	Disclose all Cornell inventions in writing to CTL. Assist CTL in the determination of the ownership of the inventions. Cooperate with CTL to prepare and prosecute patent applications on Cornell inventions. Assist CTL in the marketing and licensing of Cornell inventions. Retain the records of inventions in the form of original research data consistent with University Policy 1.7, Financial Conflict of Interest Related to Research.
<b>Vice President for Technology Transfer, Intellectual Property and Research Policy</b>	Report to the President of Cornell University on matters of significance relating to this policy and Cornell inventions and related property rights. Serve as the final ruling authority on disputes regarding the allocation or distribution of net license revenue, inventorship, and/or ownership of inventions, and to waive any provision of this policy.

## POLICY 1.5

### Inventions and Related Property Rights

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## PRINCIPLES

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### Overview

Cornell University's primary obligation in conducting research and scholarly activities is the pursuit of knowledge for the benefit and use of society.

The university recognizes that the natural outgrowth of research, scholarly, and other university activities conducted by faculty, staff, students, and others may be inventions and discoveries of commercial importance. Also, the university recognizes that for basic and applied research and other scholarly activities of its faculty, staff, students, and others, it depends on financial support from governmental agencies, private foundations, corporations operated for profit, and others. Consequently, it is incumbent upon the university to seek assurance that any inventions and related property rights arising from research, scholarly, and other university activities are administered consistent with the public interest. Because the protection of property rights can often enhance the public usefulness of inventions, Cornell seeks to protect the property rights of those ideas and discoveries that arise out of the activities of its faculty, staff, students, and others where it appears necessary or beneficial to do so.

The transfer of Cornell inventions to the marketplace, the publication and availability for educational purposes of the fruits of such inventions, and the achievement of a fair and equitable distribution of net license revenue, which acknowledges both the contribution of the inventor and the university, can best be assured by providing the university with ownership of Cornell inventions and related intellectual property.

This policy does not pertain to issues of copyright ownership and management covered under a separate university policy. However, in those instances where a Cornell invention may be protected both by copyright and patent rights, this policy shall take precedence.

### Ownership of Inventions

All inventions made by an individual with (i) a university appointment in furtherance of his/her university responsibilities, and/or (ii) with the use of university resources, including those provided through an externally funded grant, contract, or other type of award or gift to the university ("Cornell inventions"), belong to the university.

If the Center for Technology Licensing (CTL) determines that an invention was made by an individual on his/her own time and unrelated to his/her university responsibilities and was conceived or reduced to practice without the use of university resources, then that invention belongs to the individual inventor.

All Cornell inventions must be disclosed in writing to CTL. If an inventor has questions regarding ownership of an invention, the inventor should disclose the invention to CTL. CTL will determine ownership. If CTL determines that Cornell has an ownership interest, the inventor must assign all rights and titles of the invention



## POLICY 1.5

### Inventions and Related Property Rights

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#### PRINCIPLES, CONTINUED

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to the university or its designee, and cooperate and assist the university or its designee in all phases of the management process. Failure to disclose a Cornell invention does not affect Cornell's pre-existing rights to the invention conferred by this policy and/or express assignment.

Disputes regarding ownership determination may be appealed to the Vice President for Technology Transfer, Intellectual Property and Research Policy (VP-TT), whose decision will be final. The decision to recognize a technology as institutional work must be approved by the VP-TT.

In cases in which the university has an ownership interest in a Cornell invention or related property rights and the university or its designee has not pursued commercialization within one year of receipt of a completed "Enabling Invention Disclosure" form (see Related Resources), the inventor who intends to pursue commercialization of the Cornell invention may request in writing that all university rights in such Cornell invention be reassigned to the inventor. To the extent the Cornell invention is not subject to any sponsored project rights or restrictions, and provided that all other co-inventors, if any, of the subject Cornell invention consent to the request, CTL shall reasonably consider such a request. Any reassignment of rights by the university to the inventor of a Cornell invention shall be limited only to the substance disclosed in the "Enabling Invention Disclosure" form (see Related Resources) officially on record at CTL and further subject to the university reserving the rights to use the subject Cornell invention for research and educational purposes.

#### Licensing Cornell Inventions

CTL may negotiate a license to a Cornell invention and related property rights to promote the likelihood that the Cornell invention will provide a benefit to the public and the university. The license will generally cover nonrefundable license fees, patent expense reimbursement, royalty and minimum royalty payments, and a requirement of diligence and march-in rights where the licensee does not perform adequately.

◆ **Caution:** Only CTL is authorized to license or assign to third parties rights in Cornell Inventions and Related Property. No one else has the authority to do so. It is incumbent upon all members of the Cornell community to ensure that no language purporting to license or assign rights in property that would fall within the definition of Cornell Inventions and Related Property under this policy is included in any agreements that they sign.

#### Waivers

Provisions of this policy may be waived only in extraordinary and compelling circumstances and in accordance with steps outlined in Procedures.

## POLICY 1.5

### Inventions and Related Property Rights

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## PROCEDURES

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#### **Signing the Inventions and Related Property Rights Assignment Form**

Each individual receiving a university appointment to an academic position, including those with modified titles (visiting, courtesy, adjunct, etc.), clinical and affiliation appointments, and assistantship and fellowship appointments (e.g., research and teaching assistants, graduate research assistants, fellowship recipients, and training grant recipients), and to such nonacademic positions as may be designated by the Vice President for Technology Transfer, Intellectual Property and Research Policy (VP-TT), must execute the “Invention and Related Property Rights Assignment” form, assigning Cornell inventions to the university. (See [Related Resources](#).) The processing of such a university appointment will not and cannot be completed until this form is signed and submitted.

Individuals who have a principal employer other than Cornell University, and whose pre-existing invention and property rights agreement conflicts with Cornell's policy, may be eligible to sign an alternate form if deemed appropriate by University Counsel and the VP-TT. Questions should be directed to University Counsel.

◆ **Caution:** Members of the Cornell community who are consulting for, visiting, or collaborating with other entities may be asked to sign documents (consulting agreements, facility access agreements, non-disclosure or confidentiality agreements). Such agreements often contain language conferring rights to inventions arising from access to information or facilities. Signing such agreements may conflict with a Cornell appointee's existing obligations to Cornell. Cornell appointees are advised to review their obligations to Cornell and to read carefully such agreements with external entities in order to avoid becoming entangled in ownership rights issues. Questions about these matters can be directed to the VP-TT or University Counsel.

#### **Disclosing Inventions**

All Cornell inventions (i.e., all inventions made (i) by anyone with a university appointment and resulting from activities carried out in furtherance of his or her university responsibilities, and/or (ii) with the use of university resources) must be disclosed promptly in writing to the Center for Technology Licensing (CTL) using the “Enabling Invention Disclosure” form. (See [Related Resources](#).) Such disclosure will include documentation to fully describe the invention's prior art, and the potential utilization.

#### **Evaluating and Protecting Inventions**

CTL will evaluate all disclosed inventions for their commercialization potential and determine the appropriate means for protecting and promoting the development of the invention. Inventors will cooperate with the university or its designee in the university's effort to evaluate and protect Cornell inventions.

When a patent application has been authorized on a disclosed invention, CTL will

## POLICY 1.5

### Inventions and Related Property Rights

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#### PROCEDURES, CONTINUED

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work with the inventors to prepare a patent application. Inventors are required to provide a reasonable level of assistance in this process. Patent applications are filed in the name of the university. CTL is responsible for responding to any requests for further information from a foreign patent office or the U.S. Patent and Trademark Office.

#### **Distributing License Revenue**

In the case of a Cornell invention, the university, through CTL, will receive all license revenue and, in recognition of the efforts and contributions of the inventor, distribute total net license revenue as follows:

- One-third (33.3 percent) to the university inventor(s) in recognition of their contribution. In the case of university co-inventors, this distribution will be shared. In the case of an institutional work, the inventors' share of royalties is distributed to the laboratory or laboratories in which the work was created.
- One-third (33.3 percent) will be divided as follows: (a) 60 percent to the inventor's research budget, sub-unit (typically the inventor's department, school, section, or center) and university unit (typically the inventor's college) in a manner to be determined by the dean of the unit (or, for research centers in the Research Division, the VP-TT), and (b) 40 percent to the university for general research support
- One-third (33.3 percent) to the university to provide CTL with operating funds to cover the cost of service provided to the university with regard to intellectual property matters and particularly to cover direct costs, where license revenue or other cost recovery has not been achieved

In the case of an irresolvable dispute over net license revenue distributions, such revenue will be distributed as determined by the VP-TT, whose decision will be final.

#### **Distributing Equity Revenue**

Proceeds from the liquidation of equity received by CTL will be distributed as license revenue in the manner described in Distributing License Revenues above.

#### **Requesting Waiver of Provisions**

Requests for a waiver of any of the provisions of this policy will be directed to the VP-TT.

The request must identify which provisions of the policy are requested to be waived, the reasons why, and how the waiver would be consistent with the educational, research, or scholarly purposes of the university and the public interest.

Waivers relating to the distribution of net license or equity revenue, and that would affect the inventor's unit/sub-unit, require the approval of the dean or unit

## POLICY 1.5

### Inventions and Related Property Rights

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#### PROCEDURES, CONTINUED

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administrator from which the invention emanated, prior to submission to the VP-TT.

Each request will be considered on its own merit and have no implication for subsequent requests.

#### **Sanctions**

Those who fail to submit a required assignment form will not be granted an appointment, or in the case of current appointees, will be referred to the unit head and the VP-TT. At the discretion of the VP-TT, as the representative of the President, the failure of an individual to comply with this requirement or other requirements of this policy may result in one or more of the following sanctions, until the assignment form is submitted:

- The individual will be deemed ineligible to maintain principal investigator status on sponsored projects
- The individual will be deemed ineligible to enter into technology transfer agreements
- A letter, over the signature of the VP-TT and that of the appropriate Provost, will be placed in the individual's personnel file indicating that his or her good standing as a member of the faculty or university has been called into question
- Any annual salary increment will be withdrawn until the individual comes into compliance
- The individual's research activities and associated salary will be suspended until the individual comes into compliance. Any suspension of research activities and associated salary will be undertaken in accordance with the applicable university policies and codes, including the Dismissal/Suspension Policy for Faculty Members in the Faculty Handbook (see Related Resources)

## POLICY 1.5 Inventions and Related Property Rights

### APPENDIX: DISCLOSING, PROTECTING, AND MANAGING A CORNELL INVENTION

